

March 24, 2016

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Florida
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Tennessee
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#### **FILED ELECTRONICALLY**

The Honorable Jocelyn G. Boyd Clerk **South Carolina Public Service Commission** Post Office Drawer 11649 Columbia, South Carolina 29211

RE: Application of Reliable Services Group, Inc. d/b/a Two Men and a Truck

Requesting to Amend Scope of Authority on Class E (Household Goods)

Certificate No. 9684-B

Docket No. 2001-341-T, Our File No. 050612-010107

Dear Ms. Boyd:

Enclosed are the Certificate of Existence and Articles of Incorporation for Reliable Services Group, Inc. These documents are intended to supplement the previously filed application.

If you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

s/ John J. Pringle, Jr. John J. Pringle, Jr.

JJP/vhm

cc: Andrew Bateman, Esquire (via electronic mail service)
Mr. Greg Savitski (via electronic mail service)

# The State of South Carolina



## Office of Secretary of State Mark Hammond

## **Certificate of Existence**

I, Mark Hammond, Secretary of State of South Carolina, Hereby Certify that:

RELIABLE SERVICES GROUP, INC., a corporation duly organized under the laws of the State of South Carolina on June 24th, 1997, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the corporation that it is subject to being dissolved by administrative action pursuant to S.C. Code Ann. §33-14-210, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 22nd day of March, 2016.

Mark Hammond, Secretary of State

MAR 22 2016

SECRETARY OF STATE OF SOUTH CAROLINA

### STATE OF SOUTH CAROLINA SECRETARY OF STATE



- 1. The name of the proposed corporation is Reliable Services Group, Inc.
- 2. The initial registered office of the corporation is 9165 Two Notch Road, Columbia, South Carolina, and the registered agent at such address is Jimmy Ray Scruggs.
- 3. The corporation is authorized to issue a single class of shares, and the total number of shares authorized is 100,000.
- 4. The existence of the corporation shall begin when these articles are filed with the Secretary of State.
- The optional provisions which the corporation elects to include in the articles of 5. incorporation are as follows:

#### NONE

6. The name and address and signature of each incorporator is as follows:

Name

Address

Signature

Jimmie Ray Scruggs

P.O. Box 6949

Columbia, SC 29260

7. I, John J. Pringle, Jr., an attorney licensed to practice in the State of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements of Chapter 2, Title 33 of the 1976 South Carolina Code relating to the articles of incorporation.

June 20, 1997

1400 Main Street, Suite 1207

P.O. Box 444

Columbia, SC 29202-0444

MAR 22 2016

Mark Hamman C

#### STATE OF SOUTH CAROLINA SECRETARY OF STATE

#### ARTICLES OF AMENDMENT



Pursuant to Section 3-10-106 of the 1976 South Carolina Code, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is Reliable Services Group, Inc.
- Date of Incorporation: June 24, 1997.
- 3. The registered Agent's name and address is Jimmie Ray Scruggs, 9165 Two Notch Road, Columbia, South Carolina.
- On July 13, 2000, the corporation adopted the following Amendment(s) of its Articles of Incorporation:

The Corporation hereby amends its Articles of Incorporation filed with the South Carolina Secretary of State on June 24, 1997 by authorizing 100,000 additional shares of common stock to be designated as Class A2 shares. The Corporation shall now have two classes of common stock designated as Class A1 shares and Class A2 shares and all stock certificates shall carry the appropriate class designation. The Corporation now has 100,000 authorized Class A1 shares and 100,000 Class A2 shares.

The Corporation also hereby amends its Articles of Incorporation by changing the registered agent to Bruce R. Swanson and the registered office to 3430 Buffalo Avenue, Suite H. North Charleston, South Carolina 29418.

- 5. The manner, if not set forth in the amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA"). N/A
- 6. Complete either a or b, whichever is applicable.
  - a.  $\underline{x}$  Amendment(s) adopted by shareholder action.

At the date of adoption of the amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding	Number of Votes Entitled to be	Number of Votes Represented at	Number of Undisputed* Shares Voted	
	Shares	Cast	the Meeting	For	Against
Common	2	2	2	2	0

NOTE:

Pursuant to Section 33-10-106(6)(i), the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

- b. \_\_ The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to §33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code as amended, and shareholder action was not required.
- 7. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See §33-1-230(b)): The effective date shall be July 14, 2000.

DATE: July 13, 2000

RELIABLE SERVICES GROUP, INC.

(Name of Corporation)

By: Druce K
Bruce R. Swanson

Its Vice President

MAR 22 2016

#### STATE OF SOUTH CAROLINA **SECRETARY OF STATE**

#### NOTICE OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH OF A SOUTH CAROLINA OR FOREIGN CORPORATION

#### TYPE OR PRINT CLEARLY IN BLACK INK

	nt to Sections 33-5-102 and 33-15-108 of the 1976 South Carolina Code of Laws, as amended, lersigned corporation submits the following information.					
1.	The name of the corporation is Reliable Services Group, Inc.					
2.	The corporation is (complete either a or b, whichever is applicable):					
	a. a domestic corporation incorporated in South Carolina on; or					
	b. a foreign corporation incorporated in on, and, and					
	authorized to do business in South Carolina on					
3.	The street address of the present registered office in South Carolina is 3430 Buffalo Ave, Ste H Street & Number					
	in the city of N. Charleston, South Carolina 29418 Street & Number Zip Code					
4.	If the current registered office is to be changed, the street address to which its registered office is					
	Street Address 29406  Carolina					
	to be changed isStreet Addressin the city ofSouth CarolinaZip Code					
5.	The name of the present registered agent is Bruce R. Swanson					
6.	If the current registered agent is to be changed, the name of the successor registered agent is Christopher Swanson					
	* I hereby consent to the appointment as registered agent of the corporation:  Chusterles & Surangen  Signature of New Registered Agent					
7.	The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.					
8.	Unless a delayed date is specified, this will be effective upon acceptance for filing by the Secretary of State (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws, as amended					
	*Pursuant to Sections 33-5-102(5) and 33-5-108(5) of the 1976 South Carolina Code of Laws, as amended, the written consent of the registered agent may be attached to this form.					

FILED: 06/02/2005 050609-0040 RELIABLE SERVICES GROUP, INC.
Filing Fee: \$10.00 ORIG

South Carolina Secretary of State

Mark Hammond

Christopher Swanson, President

Type or Print Name and Title

Signature

#### FILING INSTRUCTIONS

- 1. Two copies of this form, the original and either a duplicate original or a conformed copy must be filed.
- 2. Filing Fee (payable to the Secretary of State at the time of filing this document) \$10.00
- Pursuant to Section 33-5-102(b) of the 1976 South Carolina Code of Laws, as amended, the registered agent can file this when the only change is the street address of the registered office. In this situation, the following statement should be typed on the form above the registered agent's signature: "The corporation has been notified of this change." In this case the filing fee is \$2.00.

Return to: Secretary of State P.O. Box 11350 Columbia, SC 29211

May 27, 2005

Date\_

#### STATE OF SOUTH CAROLINA SECRETARY OF STATE

MAR 22 2016

AMENDED AND RESTATED

ARTICLES OF INCORPORATION SECRETARY OF STATE OF SOUTH CAROLINA

FOR A

STATUTORY CLOSE CORPORATION

#### RELIABLE SERVICES GROUP, INC.

Pursuant to §§ 33-10-103 and 33-10-107 of the South Carolina Business Corporation Act of 1988, as amended (the "Act"), the above-referenced corporation hereby amends its Articles of Incorporation by amending and restating the same as follows:

- 1. Name and Original Articles. The name of the corporation is Reliable Services Group, Inc. (the "Corporation"). The original Articles of Incorporation were filed on June 24, 1997 (the "Original Articles"). The Corporation amended the articles on July 17, 2000, changing the registered agent and amending its stock.
- Close Corporation. This Corporation is a statutory close corporation, pursuant to Chapter 18, Title 33 of the Act.
- 3. Office and Agent. The Corporation's registered office is 2410 Air Park Road, N. Charleston, SC 29406 and the Corporation's registered agent at such address is Christopher Swanson.
- 4. Stock. The Corporation is authorized to issue one class of capital stock, as follows:

Class of Shares

Authorized Number of Shares in Class

Common Stock

100,000 Shares

The relative rights, preferences, and limitations of the shares of each class are as follows:

- (a) <u>Voting Rights.</u> The Common Stock shall be voting stock and the holders thereof shall be entitled to vote on the basis of one vote for each share on all matters which properly come before the shareholders of the Corporation.
- (b) Other Rights. The Common Stock shall have other rights and privileges including, without limitation, equal dividend, liquidation and other distribution rights.
- (c) <u>Stock Dividends</u>. In addition to the dividend rights described above, the Corporation shall be entitled (but not obligated) to declare and pay dividends of Common Stock to the holders of Common Stock.
- (d) <u>Designations.</u> Share certificates for such capital stock shall designate whether the certificate represents Common Stock.

*TION* R

100917-0035 FILED: 09/17/2010 RELIABLE SERVICES GROUP, INC.

Mark Hammond

South Carolina Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION RELIABLE SERVICES GROUP, INC.

Page A-1

- (e) No Other Class. There shall be no class of authorized stock other than the foregoing.
- (f) <u>Statutory Requirements.</u> The Common Stock shall have all the rights and powers granted by law, including (without limitation) all the rights and powers specifically required by Section 33-6-101 of the Act, as amended.
- 5. <u>Existence</u>. The existence of the Corporation began at the time specified in the Original Articles filed with the Secretary of State on June 24, 1997, and the period of duration of the Corporation is perpetual.
- 6. <u>Stock Transfer Restrictions</u>. The transfer of shares of stock of this Corporation shall not be subject to the restrictions set out in Sections 33-18-110 through 33-18-130 of the Act. These statutory provisions shall not apply.
- 7. No Board of Directors. The Corporation shall not have a Board of Directors.
- 8. <u>Compulsory Purchase of Stock.</u> This Corporation does not elect to have the provisions of Sections 33-18-140 through 33-18-170 of the Act, which give the estate of a deceased shareholder the right to compel the Corporation to purchase the deceased shareholder's shares, apply. These statutory provisions shall not apply.
- 9. Optional Provisions. The optional provisions which the Corporation elects to include in these Amended and Restated Articles of Incorporation are as follows:
  - (a) <u>Preemptive Rights</u>. The Corporation elects not to have preemptive rights. No shareholder shall be entitled to preemptive rights, and no shares of stock issued by the Corporation shall be subject to any preemptive right.
  - (b) <u>Cumulative Voting</u>. This Corporation elects not to have cumulative voting. No shareholder shall be entitled to vote cumulatively for the election of directors, and no shares of stock of any class issued by this Corporation may be cumulatively voted for election of directors.
  - Majority Voting. The affirmative vote of the holders of outstanding voting shares (c) representing a majority of the votes entitled to be cast thereon shall be sufficient to approve for the Corporation a merger, consolidation, sale or lease of substantially all corporate assets outside the ordinary course of business, plan of share exchange, voluntary dissolution, amendment to these Amended and Restated Articles of Incorporation, or other extraordinary corporate transactions, for any of which the Act otherwise establishes a two-thirds (2/3) voting requirement absent provision for a different voting requirement in the articles of incorporation. The affirmative vote of the holders of outstanding voting shares representing a majority of the votes entitled to be cast thereon within a voting group, if any, for which the Act requires separate voting, shall be sufficient to approve for the Corporation any such extraordinary corporate transactions, for any of which the Act otherwise establishes a two-thirds (2/3) voting requirement within such voting group absent provision for a different voting requirement in the articles of incorporation. Shareholder voting requirements for all other matters upon which shareholders are entitled to vote shall be as

prescribed by the Act. The provisions of this item 9(c) shall not restrict any authority granted to the Board of Directors under the Act to establish a greater voting requirement for any matter.

- (d) Bylaws. The Corporation shall have Bylaws.
- Sub S Dividends. The Corporation intends to file an election to be taxed as a (e) Subchapter "S" corporation under applicable provisions of the Internal Revenue Code. While the Subchapter S election is in effect, the Corporation shall, to the extent permitted by applicable state law, make pro rata distributions to the shareholders at least equal to the estimated federal and state income tax as attributable to their pro rata share of the Corporation's net long-term and Section 1231 capital gains and non-separately computed income pursuant to Section 1366(a) of the Internal Revenue Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the Corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the tax year in question. Unless prevented from making any distributions under applicable state law, or the shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this provision shall be declared and paid no later than March 15 of the calendar year following the close of the Corporation's taxable year. The pro rata distributions made to shareholders during the prior taxable year of the Corporation shall be taken into account in determining the amount, if any, of additional distributions that must be made by the following March 15 in order to meet the requirements of this provision.

If the Subchapter "S" election is revoked or terminated, the Corporation shall, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Internal Revenue Code or unless prevented from doing so by applicable state law, declare and pay pro rata cash distributions during the post-termination transition period in an amount equal to the Corporation's Accumulated Adjustments Account, as such term is defined in the Internal Revenue Code.

(f) <u>Sub S Transfer Restrictions</u>. The transfer of shares of stock of the Corporation is further restricted to prohibit, without the written consent of all shareholders of record, any transfer which would cause a termination of any continuing election by the Corporation to be taxed as a Subchapter "S" corporation under applicable provisions of the Internal Revenue Code.

All certificates representing shares of stock of the Corporation shall be appropriately legended to reflect all restrictions on transfer and related rights and restrictions upon the shares as set forth in these articles of incorporation.

(g) <u>Miscellaneous</u>. Terms used herein that are not otherwise defined shall have the meanings ascribed to them in the Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law. Each provision of these Articles of Incorporation shall be deemed severable from, and shall survive the illegality or invalidity of, any other provision herein. 10. <u>Effective Date</u>. These Amended and Restated Articles of Incorporation shall be effective upon the acceptance for filing by the Secretary of State. No action taken by the Corporation prior to the effective date hereof pursuant to any prior provision of the Original Articles, as amended, shall be invalidated by the adoption of these Amended and Restated Articles of Incorporation, and the establishment or governance of the Corporation shall not be interrupted as a result of the adoption hereof.

DATE: <u>9/15</u>, 2010

RELIABLE SERVICES GROUP, INC

Christopher E. Swanson

President

# CERTIFICATE ACCOMPANYING THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF RELIABLE SERVICES GROUP, INC.

The attached Amended and Restated Articles of Incorporation contain one or more amendments to the Articles of Incorporation for Reliable Services Group, Inc. (the "Corporation") filed on June 24, 1997. Pursuant to § 33-10-107(d)(2) of the Act, the following information concerning the amendments is hereby submitted:

1.	On	9	/15 ,	2010, the Corporation adopted the following amendments to its
articles of inco				

See Exhibit A attached hereto and incorporated herein.

- 2. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendments shall be effected is as follows: each presently issued and outstanding share of the stock of the Corporation shall be converted to 1 share of Common Stock, and certificates therefor may be exchanged upon presentation to the Corporation's Secretary.
  - 3. The amendments were adopted by shareholder action.

At the date of adoption of the amendments, the number of outstanding shares of each voting group entitled to vote separately on the amendments, and the vote of such shares, was:

Voting Group	No. of No. of Votes Outstanding Shares  No. of Votes No. of Votes Represented at to be Cast the Meeting		No. of Undisputed Shares Voted For Against		
Common Stock	100	100	100	100	0
DATE: 9/15	, 2010	•	LE SERVICES GRO	DUP, INC	). 1940

President

Christopher E. Swanson

#### **EXHIBIT A**

- A. Item 1 of the Original Articles, as amended, is deleted and the following substituted therefor in its entirety:
  - 1. Name and Original Articles. The name of the corporation is Reliable Services Group, Inc. (the "Corporation"). The original Articles of Incorporation were filed on June 24, 1997 (the "Original Articles"). The Corporation amended the articles on July 17, 2000, changing the registered agent and amending its stock.
- B. Item 2 of of the Amended and Restated Articles is added as a new item as follows::
  - 2. <u>Close Corporation</u>. This Corporation is a statutory close corporation, pursuant to Chapter 18, Title 33 of the Act.
- C. Item 2 of the Original Articles, as amended, is deleted in its entirety and the following substituted therefor in its entirety as a new Item 3:
  - Office and Agent. The Corporation's registered office is 2410 Air Park Road, N. Charleston, SC 29406 and the Corporation's registered agent at such address is Christoper Swanson.
- D. Item 3 of the Original Articles, as amended, is deleted and the following substituted therefor in its entirety as a new Item 4:
  - 4. Stock. The Corporation is authorized to issue one class of capital stock, as follows:

#### Class of Shares

Authorized Number of Shares in Class

Common Stock

100,000 Shares

The relative rights, preferences, and limitations of the shares of each class, and of each series within a class, are as follows:

- (a) <u>Voting Rights.</u> The Common Stock shall be voting stock and the holders thereof shall be entitled to vote on the basis of one vote for each share on all matters which properly come before the shareholders of the Corporation.
- (b) Other Rights. The Common Stock shall have other rights and privileges including, without limitation, equal dividend, liquidation and other distribution rights.
- (c) <u>Stock Dividends</u>. In addition to the dividend rights described above, the Corporation shall be entitled (but not obligated) to declare and pay dividends of Common Stock to the holders of Common Stock.
- (d) <u>Designations.</u> Share certificates for such capital stock shall designate whether the certificate represents Common Stock.

- (e) No Other Class. There shall be no class of authorized stock other than the foregoing.
- (f) <u>Statutory Requirements.</u> The Common Stock shall have all the rights and powers granted by law, including (without limitation) all the rights and powers specifically required by Section 33-6-101 of the Act, as amended.
- E. Item 4 of the Original Articles, as amended, is deleted and the following substituted therefore in its entirety as a new Item 5:
  - 5. <u>Existence</u>. The existence of the Corporation began at the time specified in the Original Articles filed with the Secretary of State on June 24, 1997, and the period of duration of the Corporation is perpetual.
- F. Item 6 of the Amended and Restated Articles is added as a new item as follows:
  - 6. <u>Stock Transfer Restrictions</u>. The transfer of shares of stock of this Corporation shall not be subject to the restrictions set out in Sections 33-18-110 through 33-18-130 of the Act. These statutory provisions shall not apply.
- G. Item 7 of the Amended and Restated Articles is added as a new item as follows:
  - 7. No Board of Directors. The Corporation shall not have a Board of Directors.
- H. Item 8 of the Amended and Restated Articles is added as a new item as follows:
  - 8. Compulsory Purchase of Stock. This Corporation does not elect to have the provisions of Sections 33-18-140 through 33-18-170 of the Act, which give the estate of a deceased shareholder the right to compel the Corporation to purchase the deceased shareholder's shares, apply. These statutory provisions shall not apply.
- I. Item 5 of the Original Articles, as amended, is deleted and the following substituted therefor in its entirety as a new Item 9:
  - 9. <u>Optional Provisions</u>. The optional provisions which the Corporation elects to include in these Amended and Restated Articles of Incorporation are as follows:
  - (a) <u>Preemptive Rights</u>. The Corporation elects not to have preemptive rights. No shareholder shall be entitled to preemptive rights, and no shares of stock issued by the Corporation shall be subject to any preemptive right.
  - (b) <u>Cumulative Voting</u>. This Corporation elects not to have cumulative voting. No shareholder shall be entitled to vote cumulatively for the election of directors, and no shares of stock of any class issued by this Corporation may be cumulatively voted for election of directors.
  - (c) <u>Majority Voting</u>. The affirmative vote of the holders of outstanding voting shares representing a majority of the votes entitled to be cast thereon shall be sufficient to approve for the Corporation a merger, consolidation, sale or lease of substantially all

corporate assets outside the ordinary course of business, plan of share exchange, voluntary dissolution, amendment to these Amended and Restated Articles of Incorporation, or other extraordinary corporate transactions, for any of which the Act otherwise establishes a two-thirds (2/3) voting requirement absent provision for a different voting requirement in the articles of incorporation. The affirmative vote of the holders of outstanding voting shares representing a majority of the votes entitled to be cast thereon within a voting group, if any, for which the Act requires separate voting, shall be sufficient to approve for the Corporation any such extraordinary corporate transactions, for any of which the Act otherwise establishes a two-thirds (2/3) voting requirement within such voting group absent provision for a different voting requirement in the articles of incorporation. Shareholder voting requirements for all other matters upon which shareholders are entitled to vote shall be as prescribed by the Act. The provisions of this item 9(c) shall not restrict any authority granted to the Board of Directors under the Act to establish a greater voting requirement for any matter.

- (d) Bylaws. The Corporation shall have Bylaws.
- Sub S Dividends. The Corporation intends to file an election to be taxed as a (e) Subchapter "S" corporation under applicable provisions of the Internal Revenue Code. While the Subchapter S election is in effect, the Corporation shall, to the extent permitted by applicable state law, make pro rata distributions to the shareholders at least equal to the estimated federal and state income tax as attributable to their pro rata share of the Corporation's net long-term and Section 1231 capital gains and non-separately computed income pursuant to Section 1366(a) of the Internal Revenue Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the Corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the tax year in question. Unless prevented from making any distributions under applicable state law, or the shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this provision shall be declared and paid no later than March 15 of the calendar year following the close of the Corporation's taxable year. The pro rata distributions made to shareholders during the prior taxable year of the Corporation shall be taken into account in determining the amount, if any, of additional distributions that must be made by the following March 15 in order to meet the requirements of this provision.

If the Subchapter "S" election is revoked or terminated, the Corporation shall, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Internal Revenue Code or unless prevented from doing so by applicable state law, declare and pay pro rata cash distributions during the post-termination transition period in an amount equal to the Corporation's Accumulated Adjustments Account, as such term is defined in the Internal Revenue Code.

(f) <u>Sub S Transfer Restrictions</u>. The transfer of shares of stock of the Corporation is further restricted to prohibit, without the written consent of all shareholders of record,

any transfer which would cause a termination of any continuing election by the Corporation to be taxed as a Subchapter "S" corporation under applicable provisions of the Internal Revenue Code.

All certificates representing shares of stock of the Corporation shall be appropriately legended to reflect all restrictions on transfer and related rights and restrictions upon the shares as set forth in these articles of incorporation.

- (g) Miscellaneous. Terms used herein that are not otherwise defined shall have the meanings ascribed to them in the Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law. Each provision of these Articles of Incorporation shall be deemed severable from, and shall survive the illegality or invalidity of, any other provision herein
- J. Items 6 and 7 of the Original Articles are deleted in their entirety.
- K. Item 10 of the Amended and Restated Articles is added as a new item as follows:
  - 10. <u>Effective Date</u>. These Amended and Restated Articles of Incorporation shall be effective upon the acceptance for filing by the Secretary of State. No action taken by the Corporation prior to the effective date hereof pursuant to any prior provision of the Original Articles, as amended, shall be invalidated by the adoption of these Amended and Restated Articles of Incorporation, and the establishment or governance of the Corporation shall not be interrupted as a result of the adoption hereof.